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Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

| | | |
|---|---|-------------------------|
| In re: |) |) |
| |) | Chapter 11 |
| CENGAGE LEARNING, INC., <i>et al.</i> , |) |) |
| |) | Case No. 13-44106 (ESS) |
| |) | Case No. 13-44107 (ESS) |
| |) | Case No. 13-44105 (ESS) |
| |) | Case No. 13-44108 (ESS) |
| |) |) |
| Debtors. |) | (Jointly Administered) |
| |) |) |

**NOTICE OF FILING EXHIBIT TO THE PLAN
SUPPLEMENT FOR THE DEBTORS' AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that Cengage Learning, Inc. ("Cengage") and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases

(collectively, the “**Debtors**”)¹, hereby file the following exhibit to the Plan Supplement [Docket No. 1128] for the *Debtors’ Amended Joint Plan of Reorganization Pursuant to Chapter 11 of The Bankruptcy Code* [Docket No. 1098] (as amended, the “**Plan**”):

- **Exhibit P** — Identity of the Members of the New Board and Summary of Management Team Compensation

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to alter, amend, modify, or supplement any document in the Plan Supplement as provided by the Plan and Confirmation Order; provided that if any document in the Plan Supplement is further altered, amended, modified, or supplemented in any material respect, the Debtors will file a blackline of such document with the Bankruptcy Court.

Brooklyn, New York
Dated: March 6, 2014

/s/ Jonathan S. Henes

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¹ All capitalized terms used but not otherwise defined herein and in each of the Exhibits hereto shall have the meanings set forth in the Plan.

Exhibit P

Identity of the Members of the New Board

Pursuant to Article I.A(152) of the Plan, the New Board will consist of the following seven members:

- Michael Hansen
- John D. Dionne
- Jamison C. Ely
- Richard Sarnoff
- Eric Sondag
- Christian Stahl
- Non-Designee Director - Pending Disclosure

Summary of Management Team Compensation

Pursuant to section 1129(a)(5)(B), this Plan Supplement sets forth the amount and nature of compensation to be paid to members of the Debtors' management team (the "*Executive Team*"), who may potentially be insiders (as such term is defined in the Bankruptcy Code), in accordance with their individual employment agreements as amended by that certain *Amendment to Management Offer Letters*, filed as Exhibit J to the Plan Supplement [Docket No. 1128].¹

| Employee & Position | Base Salary | Target Annual Incentive Plan Award (Percentage of Base Salary) |
|--|--------------------|---|
| Michael Hansen, Chief Executive Officer | \$867,000 | 100% |
| Kevin Stone, Executive Vice President, Chief Sales and Marketing Officer | \$510,000 | 60% |
| James Donohue, Executive Vice President, Chief Product Officer | \$408,000 | 60% |
| Sandi Kirshner, Executive Vice President, Chief Marketing Officer | \$397,800 | 50% |
| Alexander Broich, Executive Vice President, President, International | \$418,200 | 60% |
| Kenneth Carson, Executive Vice President, General Counsel | \$399,840 | 60% |
| Mark Howe, Executive Vice President, Chief People Officer | \$334,560 | 60% |
| George Moore, Executive Vice President, Chief Technology Officer | \$367,200 | 60% |
| Fernando Bleichmar, Executive Vice President, Chief Strategy Officer | \$350,000 | 60% |

¹ Members of the Executive Team may also be eligible for participation in the Management Incentive Plan, which includes Restricted Stock Units and Incentive Stock Options.